Zendesk, Inc. Form 4 May 28, 2015

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Addr Geschke John	ess of Reporti	ng Person *	2. Issuer Name and Ticker or Trading Symbol Zendesk, Inc. [ZEN]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
1019 MARKET STREET			(Month/Day/Year) 05/26/2015	Director 10% OwnerX Officer (give title Other (specify below) SVP, GC and Secretary			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec			
SAN FRANCIS	SCO, CA 9	4103	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(State)

(City)	(State) (Table Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially	6. Ownership Form: Direct	7. Nature of Indirect Beneficial	
		(Month/Day/Year)	(Instr. 8)	(,	(A)	-,	Owned Following Reported	(D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	05/26/2015		M <u>(1)</u>	9,220	A	\$ 2.3	9,558	D	
Common Stock	05/26/2015		S(1)	9,220	D	\$ 22.24	338	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ative Expiration Date es (Month/Day/Year) d		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.3	05/26/2015		M <u>(1)</u>		9,220	(2)	07/17/2022	Common Stock	9,220

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Geschke John

1019 MARKET STREET SVP, GC and Secretary SAN FRANCISCO, CA 94103

Signatures

/s/ John Geschke 05/28/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- The option is immediately exercisable as of the grant date. 1/4th of the shares vested on July 9, 2013 and 1/48th of the shares vest monthly thereafter, subject to the Reporting Person's continuous service to the Issuer on each such date. Unvested shares are subject to acceleration upon the occurrence of certain events. Unvested shares exercised are subject to a right of repurchase in favor of the Company should the Reporting Person cease to provide continuous service.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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